ASX Announcement

Level 1, 5 Gardner Close
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25 June 2026

Issue of cleansing notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth)
KGL Resources Limited

KGL Resources Limited (ACN 082 658 080) (ASX:KGL) (**Company**) has today announced that it will undertake a capital raising targeting $300 million, via a 1 for 1.29 pro-rata traditional non-renounceable entitlement offer of new fully paid ordinary shares in the Company (**New Shares**) to raise $120 million (**Entitlement Offer**) and a non-underwritten placement of further New Shares to certain institutional and sophisticated investors targeting $180 million, conditional on the Company obtaining necessary shareholder approvals (**Conditional Placement**) (the Entitlement Offer and Conditional Placement together, the **Equity Raising**).

This notice is given by the Company in relation to the Entitlement Offer.

The offer price for the Entitlement Offer will be $0.20 per New Share (**Offer Price**). Under the Entitlement Offer, eligible shareholders of the Company will be able to subscribe for 1 New Share for every 1.29 existing fully paid ordinary shares in the Company held at 7.00pm (Sydney time) on Tuesday, 30 June 2026 (**Record Date**) at the Offer Price (**Entitlements**). The Entitlement Offer is underwritten, with the exception of the ~$39.7 million Entitlement which KMP Investments Pte. Ltd (**KMP**) has pre-committed to take up in full under the Entitlement Offer (**KMP Participation**) and ~A$17 million of commitments to participate in the Entitlement Offer received from existing institutional shareholders. The Company will offer the New Shares for issue without disclosure to investors under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Further details of the Entitlement Offer are set out in the Company's investor presentation that has been lodged with ASX today, and the Entitlement Offer information booklet that the Company expects to release on Friday, 3 July 2026 and that will be made available to eligible shareholders of the Company on that same date.

Details of the New Shares expected to be issued under the Entitlement Offer

Class of securities	Fully paid ordinary shares
ASX code of the securities	KGL
Date of issue or expected issue	Wednesday, 29 July 2026
Number of New Shares expected to be issued (subject to rounding of fractional Entitlements)	Up to 597,976,338 New Shares

Information required under section 708AA(7) of the Corporations Act

As required by section 708AA(7) of the Corporations Act, the Company advises that:

1. the New Shares will be issued without disclosure under Part 6D.2 of the Corporations Act;
2. this notice is being given under section 708AA(2)(f) of the Corporations Act;
3. as at the date of this notice, the Company has complied with:
   (a) the provisions of chapter 2M of the Corporations Act as they apply to the Company; and
   (b) sections 674 and 674A of the Corporations Act;

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4. as at the date of this notice, there is no 'excluded information' of the type referred to in section 708AA(8) and 708AA(9) of the Corporations Act; and
5. information regarding the potential effect that the issue of New Shares under the Entitlement Offer will have on the control of the Company, and the consequences of that effect, is set out below.

Effect of the Entitlement Offer on control

The effect and consequence of the issue of New Shares under the Entitlement Offer on the control of the Company is dependent on a number of factors, including the extent to which eligible shareholders of the Company take up their Entitlements.

The Company's largest shareholder, KMP (having a voting power in the Company prior to the Entitlement Offer of approximately 33.2%). KMP has executed a pre-commitment letter and sub-underwriting agreement pursuant to which it has pre-committed to invest up to ~$113m to increase its ownership in KGL from 33.2% to 36.2%. Namely, KMP has agreed to:

1. take-up its full pro-rata entitlement under the Entitlement Offer of ~$39.7 million;
2. sub-underwrite up to ~$8.2 million of New Shares under the Entitlement Offer not taken up by eligible shareholders (if any) to the extent available and necessary to increase its ownership in KGL to a maximum of 36.2%; and
3. subscribe, for up to ~$73.5 million of New Shares in the Conditional Placement to either:
    (a) maintain its 36.2% following issue of all New Shares under the Condition Placement, to the extent already reached through its allocation of New Shares according to its sub-underwriting commitment; or
    (b) increase its ownership in KGL to 36.2%, to the extent there is an insufficient number of New Shares available to be underwritten due to shareholder take-up in the Entitlement Offer,

provided that in all circumstances KMP will not acquire a voting power in KGL of more than 36.2% (**KMP Participation Cap**). The KMP Participation Cap is consistent with the statutory 'creep' exception to the general prohibition contained in section 606 of the Corporations Act (as per item 9 of section 611 of the Corporations Act).

Given the Entitlement Offer is being made pro-rata, if all eligible shareholders of the Company take up their Entitlements in full, the ownership interest and voting power in the Company of each eligible shareholder of the Company will remain largely unchanged and the effect on the control of the Company will be negligible. In these circumstances, the voting power of KMP, the Company's largest shareholder, will remain at approximately 33.2%.

To the extent that any eligible shareholder of the Company fails to take up their Entitlement in full, their percentage holding in the Company will be diluted by the participation of other eligible shareholders of the Company who take up some or all their Entitlement, including those who take up their Entitlement in full and apply for additional New Shares under the top-up facility (**Top-Up Shares**).

The voting power in the Company of ineligible foreign shareholders of the Company will be diluted.

If the Conditional Placement proposed by the Company is completed in full, the issue of further New Shares under the Conditional Placement will result in a dilution of the percentage shareholding of all existing Shareholders (except certain institutional or sophisticated existing investors who participate in the Conditional Placement), including those who take up their Entitlement in full. The extent of that dilution will depend on the

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number of New Shares ultimately issued under the Conditional Placement. Shareholders should refer to the notice of meeting to be issued by the Company detailing with resolutions to be considered at the extraordinary general meeting convened in connection with the Conditional Placement for further details

By operation of the KMP Participation Cap, even where all available Top-Up Shares are not fully taken up and KMP's sub-underwriting commitment is called upon and it subscribes for New Shares under the Conditional Placement, KMP's voting power would increase, but will not increase above a maximum voting power of approximately 36.2%.

The Board considers that, in all scenarios contemplated above, the Entitlement Offer (and the Equity Raising generally) will not have a material effect on the control of the Company.

This announcement was authorised for release by the board of directors of the Company.

Signed for and on behalf of the Company

Kylie Anderson
Company Secretary
KGL Resources Limited